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**UNITED STATES DISTRICT COURT
 FOR THE SOUTHERN DISTRICT OF NEW YORK**

_____	:	
	:	
AXIS REINSURANCE COMPANY,	:	
	:	
Plaintiff,	:	
vs.	:	Case No. 08-cv-3242-UA
	:	
PHILLIP R. BENNETT, <i>et al.</i> ,	:	
	:	
Defendants.	:	
_____	:	
In re:	:	Chapter 11
	:	
REFCO, INC., et al.,	:	Case No. 05-60006 (RDD)
Debtors.	:	
_____	:	(Jointly Administered)

APPLICATION FOR WITHDRAWAL

Please take notice that Baker & Hostetler, LLP, and attorneys Matthew R. Goldman and Wendy J. Gibson hereby seek to withdraw their appearances on behalf of Dennis Klejna in this adversary proceeding, and request to be removed from the service lists maintained in connection with this adversary proceeding. Matthew R. Goldman additionally requests to be removed as lead attorney on behalf of Mr. Klejna in this adversary proceeding pursuant to Local Civil Rule 1.4. A declaration in support of the application is attached. A proposed order is also attached.

Dated: April 8, 2008

Respectfully submitted,

/s/ Matthew R. Goldman
 MATTHEW R. GOLDMAN (MG-0719)
 WENDY J. GIBSON
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 3200 National City Center
 1900 E. 9th Street
 Cleveland, Ohio 44114
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**DECLARATION IN SUPPORT OF APPLICATION
FOR WITHDRAWAL OF COUNSEL
AND SUBSTITUTION OF NEW LEAD ATTORNEY**

I, Matthew R. Goldman, declare as follows:

This action is the removal of a Bankruptcy Court adversary (the “underlying adversary”), 07-01712-rdd below, which adversary has now been docketed in this Court at 08-CV-3242. I am a member of the firm of Baker & Hostetler LLP, which was previously serving as counsel for Dennis Klejna in the underlying adversary. I am listed in the docket both below and in the District Court as lead attorney for Dennis Klejna.

This declaration is respectfully submitted in support of Baker & Hostetler LLP’s application to withdraw of record as counsel for Mr. Klejna in this adversary, and substitute Helen B. Kim of Katten Muchin Roseman LLP as lead attorney for Mr. Klejna. Originally, I, Wendy J. Gibson, and Helen Kim, all appeared on behalf of Mr. Klejna in this adversary. Helen Kim is now with the firm of Katten Muchin Roseman LLP, 2029 Century Park East, Suite 2600, Los Angeles, CA 90067, Telephone: (310) 788-4525, Facsimile: (310) 788-4471; E-mail: Helen.kim@kattenlaw.com, and is continuing the representation solely with her new firm, at the request of Mr. Klejna. (Baker & Hostetler LLP continues to represent Mr. Klejna in some matters in the underlying bankruptcy case, but is not presently acting for him in the underlying adversary or in any appeals from it.)

I am presently listed as lead attorney for Dennis Klejna in the record of this proceeding. Helen Kim should be substituted as lead attorney for Mr. Klejna. The substitutions requested herein are consented to by Mr. Klejna and will not prejudice any of the parties or delay this proceeding.

This declaration is also respectfully submitted in support of Baker & Hostetler LLP’s application to substitute Saul Ewing LLP as counsel of record for Joseph Murphy, and for John J.

Jerome, Saul Ewing LLP, 1500 Market Street, 38th Floor, Philadelphia, PA 19102-2186, Telephone: (212) 672-1996, Facsimile: (212) 672-1920, E-mail: jjerome@saul.com, to be substituted for Matthew Goldman as of record as lead attorney for Mr. Murphy.

Originally, Baker & Hostetler LLP and Saul Ewing LLP were co-counsel for Mr. Murphy. However, the parties filed a stipulated order of substitution of counsel for Mr. Murphy on 9/21/07 at docket 84 in the Bankruptcy Court adversary, 07-01712-rdd. (It does not appear, however, that the stipulated order has been entered yet.) Since the filing of the stipulated order, Saul Ewing LLP has been acting as the sole counsel for Mr. Murphy, without Baker & Hostetler LLP involvement.

A motion for summary judgment by Dennis Klejna was recently filed in 07-01712-rdd. It was been prepared and filed by or under the direction of Ms. Kim. Several orders entered in that adversary are also up on appeal before the District Court under other case numbers, where they have been fully briefed, without the involvement of Baker & Hostetler LLP.

WHEREFORE, it is respectfully requested that this application for Matthew Goldman to withdraw as lead attorney, to substitute Katten Muchin Roseman LLP in the place and stead of Baker & Hostetler LLP as counsel for Mr. Klejna, and to substitute Saul Ewing LLP in the place and stead of Baker & Hostetler LLP as counsel for Mr. Murphy, be granted in all respects.

/s/ Matthew R. Goldman
Matthew R. Goldman

Proposed Order

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

	:	
AXIS REINSURANCE COMPANY,	:	
	:	
Plaintiff,	:	
vs.	:	Case No. 08-3242-UA
	:	
PHILLIP R. BENNETT, <i>et al.</i> ,	:	
	:	
Defendants.	:	
In re:	:	Chapter 11
	:	
REFCO, INC., et al.,	:	Case No. 05-60006 (RDD)
Debtors.	:	
	:	(Jointly Administered)

For good cause shown, it is hereby ORDERED,

That Baker & Hostetler LLP, Matthew R. Goldman, and Wendy J. Gibson are hereby withdrawn as counsel for Dennis Klejna and Joseph Murphy on the record of the above-captioned District Court proceeding, and that the following shall be substituted as lead attorneys in the proceeding: Helen B. Kim as lead attorney for Dennis Klejna, and John J. Jerome as lead attorney for Joseph Murphy.

Date: _____

United States District Judge

Consented to by:

/s/ Matthew R. Goldman
Matthew R. Goldman
Baker & Hostetler LLP
3200 National City Center
1900 East 9th Street
Cleveland, OH 44114-3485
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Withdrawing Counsel

/s/ Helen B. Kim

Helen B. Kim
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2029 Century Park East, Suite 2600
Los Angeles, CA 90067-3012
Ph: 310.788.4400
Fax: 310.788.4471
Counsel for Dennis Klejna

/s/ John J. Jerome

John J. Jerome
Saul Ewing LLP
1500 Market Street, 38th Floor
Philadelphia, PA 19102-2186
Ph: 212.672.1996
Fax: 212.672.1920

Counsel for Joseph Murphy

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing Application for Withdrawal was served upon each of the following by U.S. first-class mail, postage prepaid:

Helen Kim, Esq.
Katten Muchin Roseman LLP
2029 Century Park East
Suite 2600
Los Angeles, California 90067-3012

John J. Jerome, Esq.
Saul Ewing LLP
1500 Market Street
38th Floor
Philadelphia, PA 19102-2186

and on all other counsel of record by the court's electronic filing system, all this 8th day of April 2008.

/s/ Matthew R. Goldman
Matthew R. Goldman